



This Application is being filed by USF S&H Virginia, LLC as an amendment to the change of ownership application for a Special Use Permit filed by USF S&H Virginia, LLC on December 21, 2016. In the event of a conflict between this Application and the Application filed on December 21, 2016, this Application shall govern.



# APPLICATION SPECIAL USE PERMIT

SUP 2017-0003

## ADMINISTRATIVE CHANGE OF OWNERSHIP OR MINOR AMENDMENT

☒ **Change of Ownership**

☐ **Minor Amendment**

[must use black ink or type]

**PROPERTY LOCATION:** Waterfront II, 209 Madison Street, Alexandria, Virginia 22314 (the "Premises")

**TAX MAP REFERENCE:** \_\_\_\_\_ **ZONE:** \_\_\_\_\_

### APPLICANT

**Name:** USF S&H Virginia, LLC

**Address:** 1760 Old Meadow Road, Suite 300, McLean, Virginia 22102

### PROPERTY OWNER

**Name:** MFS Madison LLC, MFS-ABS Madison LLC, ABS Madison LLC, and SFLP Madison LLC

**Address:** c/o Finmarc Management, Inc., 7200 Wisconsin Avenue, Suite 1100, Bethesda, MD 20814 Attn: Karen Tyler, Property Manager

**SITE USE:** Health and Fitness Facility

**Business Name:** Current: Old Town Sport&Health Proposed (if changing):

☒ **THE UNDERSIGNED** hereby applies for a Special Use Permit for **Change in Ownership**, in accordance with the provisions of Article XI, Division A, Section 11-503 (5)(f) of the 1992 Zoning Ordinance of City of Alexandria, Virginia.

☐ **THE UNDERSIGNED**, having read and received a copy of the special use permit, hereby agrees to comply with all conditions of the current special use permit, including all other applicable City codes and ordinances.

☐ **THE UNDERSIGNED** hereby applies for a Special Use Permit for **Minor Amendment**, in accordance with the provisions of Article XI, Division A, Section 11-509 and 11-511 of the 1992 Zoning Ordinance of City of Alexandria, Virginia.

☐ **THE UNDERSIGNED**, having obtained permission from the property owner, hereby requests this special use permit. The undersigned also attests that all of the information herein required to be furnished by the applicant are true, correct and accurate to the best of his/her knowledge and belief.

USF S&H VIRGINIA, LLC

Print Name of Applicant or Agent

1760 Old Meadow Road, Suite 300

Mailing/Street Address

McLean, VA 22102

City and State Zip Code

Signature

919-801-0147

Telephone #

Fax #

ric@usfitnessgroup.com; smallk@usfitnessgroup.com

Email address

2-6-2017

Date

### DO NOT WRITE IN THIS SPACE - OFFICE USE ONLY

Application Received:

Fee Paid: \$

Legal advertisement:

ACTION - PLANNING COMMISSION

ACTION - CITY COUNCIL:

**The following information must be furnished to the Department of Planning and Zoning to determine if the current use conducted on the premises complies with the special use permit provisions and all other applicable codes and ordinances.**

**1. Please describe prior special use permit approval for the subject use.**

Most recent Special Use Permit # 2006-0027

Date approved: 06 / 17 / 2006  
month day year

Name of applicant on most recent special use permit Sport & Health Club

Use **Health and Fitness Facility**

**2. Describe below the nature of the *existing operation in detail* so that the Department of Planning and Zoning can understand the nature of the change in operation; include information regarding type of operation, number of patrons served, number of employees, parking availability, etc. (Attach additional sheets if necessary.)**

**Health and fitness facility.**

**3. Describe any proposed *changes* to the business from what was represented to the Planning Commission and City Council** during the special use permit approval process, including any proposed changes in the nature of the activity, the number and type of patrons, the number of employees, the hours, how parking is to be provided for employees and patrons, any noise emitted by the use, etc. (Attach additional sheets if necessary)

USF S&H Virginia, LLC will operate the same fitness facility as operated under the existing Special Use Permit. On 12/21/2016 USF S&H Virginia, LLC filed a change of ownership application for a Special Use Permit. This Minor Amendment Application is being filed to amend that application in order to request the right to open for business in the Premises during the following hours:

5:00am 

Monday to Friday: 4:30 a.m. to midnight.

Saturday and Sunday: 5:30 a.m. to 11:00 p.m.

4. Is the use currently open for business? ☒ Yes ☐ No  
 If the use is closed, provide the date closed. \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_  
 month day year

5. Describe any proposed changes to the conditions of the special use permit:  
 On 12/21/2016 USF S&H Virginia, LLC filed a change of ownership application for a Special Use Permit. This Minor Amendment Application is being filed to amend that application in order to request the right to open for business in the Premises during the following hours: 5:00am  
 Monday to Friday: 5:30 a.m. to midnight.  
 Saturday and Sunday: 5:30 a.m. to 11:00 p.m.

6. Are the hours of operation proposed to change? ☒ Yes ☐ No  
 If yes, list the current hours and proposed hours:  
 Current Hours: Monday to Friday: 5:30 a.m. to 11:00 p.m.  
 Saturday and Sunday: 5:30 a.m. to 9:00 p.m.  
 Proposed Hours: 5:00am  
 Monday to Friday: 4:30 a.m. to midnight.  
 Saturday and Sunday: 5:30 a.m. to 11:00 p.m.

7. Will the number of employees remain the same? ☒ Yes ☐ No  
 If no, list the current number of employees and the proposed number.  
 Current Number of Employees: \_\_\_\_\_ Proposed Number of Employees: \_\_\_\_\_

8. Will there be any renovations or new equipment for the business? \_\_\_\_\_ Yes X No  
 If yes, describe the type of renovations and/or list any new equipment proposed.  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

9. Are you proposing changes in the sales or service of alcoholic beverages? \_\_\_\_\_ Yes X No  
 If yes, describe proposed changes:  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**10. Is off-street parking provided for your employees?**☒ Yes ☐ No

If yes, how many spaces, and where are they located?

71 non-exclusive spaces in the building parking garage for use by employees and customers from 8:00 a.m. to 6:00 p.m. on Monday through Friday. At all other times, including Holidays recognized by the building owner, employees and customers may use any of the parking spaces in the building parking garage on a non-exclusive basis.

**11. Is off-street parking provided for your customers?**☒ Yes ☐ No

If yes, how many spaces, and where are they located?

See #10 above.

**12. Is there a proposed increase in the number of seats or patrons served?**☐ Yes ☒ No

If yes, describe the current number of seats or patrons served and the proposed number of seats and patrons served. For restaurants, list the number of seats by type (i.e. bar stools, seats at tables, etc.)

Current:

Proposed:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**13. Are physical changes to the structure or interior space requested?**☐ Yes ☒ No

If yes, attach drawings showing existing and proposed layouts. In both cases, include the floor area devoted to uses, i.e. storage area, customer service area, and/or office spaces.

**14. Is there a proposed increase in the building area devoted to the business?**☐ Yes ☒ No

If yes, describe the existing amount of building area and the proposed amount of building area.

Current:

Proposed:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**15. The applicant is the (check one)**☐ Property owner ☒ Lessee☐ other, please describe: \_\_\_\_\_**16. The applicant is the (check one)**☒ Current business owner ☐ Prospective business owner☐ other, please describe: \_\_\_\_\_

17. Each application shall contain a clear and concise statement identifying the applicant, including the name and address of each person owning an interest in the applicant and the extent of such ownership interest. If the applicant, or one of such persons holding an ownership interest in the applicant is a corporation, each person owning an interest in excess of ~~ten~~<sup>3</sup> percent (3%) in the corporation and the extent of interest shall be identified by name and address.

For the purpose of this section, the term "ownership interest" shall include any legal or equitable interest held in the subject real estate at the time of the application. If a nonprofit corporation, the name of the registered agent must be provided.

**Please provide ownership information here:**

USF S&H Virginia, LLC is the lessee of the premises. USF S&H Virginia, LLC does not have any ownership interest in the property. See attached letter to the City of Alexandria dated November 18, 2016.

---

---

---

---

---

---

---

---



sport&health



sep 2017-003

Sabiha Malik  
General Counsel  
Tel: 703-245-4183  
Email: [smalik@usfitnessgroup.com](mailto:smalik@usfitnessgroup.com)

**VIA EMAIL** ([ann.horowitz@alexandriava.gov](mailto:ann.horowitz@alexandriava.gov))

November 18, 2016

Urban Planner  
City of Alexandria  
Department of Planning and Zoning  
Room 2100  
City Hall  
301 King Street  
Alexandria, VA 22314  
Attn: Ann Horowitz

Re: Old Town Sport&Health Club located at Waterfront II, 209 Madison Street, Alexandria, Virginia 22314  
(the "Club" and such premises, the "Premises")

Dear Ms. Horowitz:

This letter is being sent to you pursuant to your request for clarification on the ownership structure of the Club. Please be advised as follows:

1. Prior to August 19, 2014, the Club was owned by Sport and Health Virginia Properties, L.C., a Virginia limited liability company ("S&H").
2. Effective as of August 19, 2014 all of the assets of S&H with respect to the Club and the lease for the Premises were acquired by USF S&H Virginia, LLC, a Virginia limited liability company ("USF"), in connection with an asset purchase and sale resulting in a change of control in the ownership of the Club.
3. The ownership of S&H is not the same as the ownership of USF.
4. USF is a wholly owned subsidiary of US Fitness Holding, LLC, a Delaware limited liability company ("Holdings").
5. Holdings is a wholly owned subsidiary of USF S&H Holdco, LLC, a Delaware limited liability company ("Holdco").
6. Holdco is a wholly owned subsidiary of USF S&H Topco, LLC, a Delaware limited liability company ("Topco").
7. Topco is owned by multiple limited liability companies.

If you have any questions or require any further information, please do not hesitate to contact me via email or by phone at my email address/number stated above. Thank you.

Sincerely,

USF S&H VIRGINIA, LLC

By: 

Name: Sabiha Malik  
Title: General Counsel